

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL
CADWALADER, WICKERSHAM & TAFT LLP

James K. Robinson, being duly sworn, deposes and states as follows:

1. I am an attorney admitted to practice before the courts of Michigan and the District of Columbia. I am a principle of the firm of Cadwalader, Wickersham & Taft LLP ("Cadwalader") which maintains offices at 1201 F Street, N.W., Washington, D.C. 20004.

2. Neither I, Cadwalader, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Cadwalader, has represented and advised the Debtors in various government investigations in the above-captioned cases with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Cadwalader has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Cadwalader proposes, to render the following

services to the Debtors: (a) providing advice and counsel with respect to ongoing investigations by the Department of Justice and other law enforcement agencies; (b) providing advice and counsel with respect to design and implementation of additional compliance and controls programs; (c) conducting and supervising internal investigations related to government investigations; and (d) providing assistance in complying with government requests and coordinating document productions and interviews.

5. Cadwalader's current fee arrangement is to bill for legal services at its standard hourly rates discounted by 10% and reimbursement of its expenses according to Cadwalader's customary reimbursement policies, subject to the approval of the Court.

6. Except as set forth herein, no promises have been received by Cadwalader or any partner, auditor, or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Cadwalader has no agreement with any entity to share with such entity any compensation received by Cadwalader.

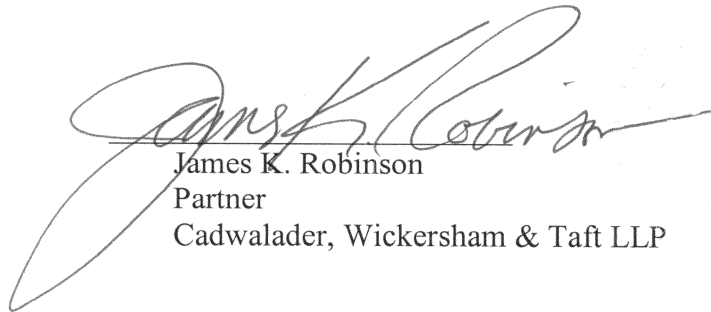
8. Cadwalader and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Cadwalader does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Cadwalader, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matter upon which Cadwalader is to be engaged.

10. The foregoing constitutes the statement of Cadwalader pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b). I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: Washington, D.C.
August 21, 2007

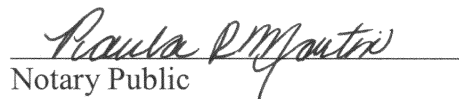
FURTHER AFFIANT SAYETH NOT



James K. Robinson
Partner
Cadwalader, Wickersham & Taft LLP

DISTRICT OF COLUMBIA:ss:

Sworn to before me on
this 21st day of August, 2007



Notary Public

PAUL A. MARTIN
COMMISSION EXPIRES
MARCH 14, 2010

Jeannine F. D'Amico
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
DELPHI CORPORATION, <i>et al.</i>	:	Case No. 05-44481 (RDD)
	:	(Jointly Administered)

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**CERTIFICATE OF SERVICE OF AFFIDAVIT OF LEGAL ORDINARY COURSE
PROFESSIONAL CADWALADER, WICKERSHAM & TAFT LLP**

I hereby certify that, pursuant to the Supplemental Order Under 11 U.S.C. §§ 327, 330 and 331 Authorizing Retention of Professionals Utilized by Debtors in Ordinary Course of Business, entered on August 15, 2007, and the Order Under 11 U.S.C. §§ 327, 330 and 331 Authorizing Retention of Professionals Utilized by Debtors in Ordinary Course of Business, entered on November 4, 2005, copies of the Affidavit of Legal Ordinary Course Professional Cadwalader, Wickersham & Taft LLP was served, on the 23rd day of August 2007, by U.S.

Mail, postage prepaid, on:

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, Suite 2100
New York, New York 10004
Attn: Alicia M. Leonhard, Esq.

Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098
Attn: Joseph Papelian, Esq.

I further certify that notice of the filing of said Application has been provided, via electronic mail, to the “2002 Entities” listed in the database at www.delphidocket.com as of the date hereof.

Dated: Washington, District of Columbia
August 23, 2007

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